

FACTSHEET

TITLE: **ANNEXATION NO. 05014**, requested by Kent Seacrest on behalf of Ridge Development Company and Southview, Inc., to annex approximately 463.8 acres, more or less, generally located at South Folsom Street and West Denton Road.

STAFF RECOMMENDATION: Approval, subject to an Annexation Agreement.

ASSOCIATED REQUESTS: Change of Zone No. 05061, Southwest Village Planned Unit Development (06-74) and Change of Zone No. 05062 (06-75)

SPONSOR: Planning Department

BOARD/COMMITTEE: Planning Commission
Public Hearing: 11/23/05
Administrative Action: 11/23/05

RECOMMENDATION: Approval, subject to an Annexation Agreement (7-1: Sunderman, Strand, Larson, Carroll, Esseks, Krieser and Carlson voting 'yes'; Pearson voting 'no'; Taylor absent).

FINDINGS OF FACT:

1. This proposed annexation request is associated with the Southwest Village B-2 planned unit development and zoning request to R-3 and R-4 Residential (06-74 and 06-75).
2. This annexation proposes to annex approximately 463.8 acres, more or less, including the area proposed for the Southwest Village PUD, containing approximately 237 acres, and an area proposed to be changed to R-3 and R-4 Residential, containing approximately 99.14 acres, more or less.
3. The staff recommendation to approve this annexation request, subject to an Annexation Agreement, is based upon the "*Analysis*" as set forth on p.6-8, concluding that the proposal is consistent with the Zoning Ordinance and the Comprehensive Plan, provided that the applicant enters into annexation and conservation easement agreements.
4. The applicants' testimony and other testimony in support is found on p.10-12.
5. Testimony in opposition is found on p.12-14, with concerns about the scope and scale of the development; light pollution; traffic; impact upon frontage and access for the Pioneer Gardens & Nursery property; impact upon the retail businesses at SouthPointe; and "urban sprawl". The record also consists of a letter with concerns about traffic and inadequate road infrastructure (p.29).
6. The applicant's response to the opposition is found on p.15-16.
7. On November 23, 2005, the majority of the Planning Commission agreed with the staff recommendation and voted 7-1 to recommend approval, subject to an Annexation Agreement (Pearson dissenting; Taylor absent). Commissioner Pearson was opposed to the three "big boxes" shown in the proposed PUD.
8. The applicant and staff have reached agreement on all points in the annexation agreement. However, Public Works is intending to confirm with NDOR that this annexation will not obligate the City to paying a share of the proposed new Highway 77 interchange in this area.

FACTSHEET PREPARED BY: Jean L. Walker

REVIEWED BY: _____

REFERENCE NUMBER: FS\CC\2006\ANNEX.05014+

DATE: May 8, 2006

DATE: May 8, 2006

LINCOLN/LANCASTER COUNTY PLANNING STAFF REPORT

for November 23, 2005 PLANNING COMMISSION MEETING

****As Revised and Recommended for Conditional Approval
by Planning Commission: November 23, 2005****

PROJECT #: **Annexation #05014**
Change of Zone #05061 - AG and AGR to B-2 PUD
Change of Zone #05062 - AG and AGR to R-3 and R-4

Note: This is a combined staff report for related items. This report contains a single background and analysis section for all items. However, there are separate conditions provided for each individual application.

PROPOSAL: Annexation and a change of zone for a B-2 planned unit development for approximately 1,300,000 square feet of office, commercial, and industrial floor area and approximately 150 dwelling units.

LOCATION: South Folsom Street and West Denton Road

LAND AREA: **ANN#05014 - Approximately 463.8 acres.**
CZ#05061 - Approximately 237 acres.
CZ#05062 - Approximately 99.14 acres.

CONCLUSION: The applicant must enter into both annexation and conservation easement agreements with the city. Subject to the conditions noted in the recommendation, these requests are consistent with the Zoning Ordinance and the Comprehensive Plan.

RECOMMENDATION:

ANN#05014

CZ#05061

CZ#05062

Conditional Approval

Conditional Approval

Approval

GENERAL INFORMATION:

LEGAL DESCRIPTION:

ANN#05014 - All or portions of Lot 7 I.T., Lot 46 I.T., Lot 73 I.T., and a portion of the SW 1/4 and the NW 1/4, all in Section 14-9-6, of the 6th P.M.; Lot 7 I.T. Lot 8 I.T. Lot 17 I.T., Lot 20 I.T., Lot 21 I.T. Lot 22 I.T. all in Section 15-9-6, of the 6th P.M.; Lot 20 I.T., in Section 22-9-6, of the 6th P.M. ; and Lot 49 I.T., in Section 23-9-6, of the 6th P.M.; and adjacent portions of Folsom Street, West Denton Road, South 1st Street, Warlick Blvd, U.S. Highway 77, and Union Pacific and Burlington Northern/Sante Fe Railroad rights-of-way, all in Lancaster County, Nebraska, more particularly described in the attached legal description.

EXISTING ZONING: AG, AGR

EXISTING LAND USE: Agriculture, residential.

SURROUNDING LAND USE AND ZONING:

North:	Agriculture	AG
South:	Agriculture, Residential	AG
East:	Agriculture, Residential, Wilderness Park P, R-2	
West:	Agriculture, Residential	AG, AGR

COMPREHENSIVE PLAN SPECIFICATIONS:

Pg. F25 - The Land Use Map designates a Community Center and Light Industrial Center at this location.

Pg. F27, F-31 - The area within the proposed annexation is within Priority Area A of Tier 1 of the City's Future Service Limit.

Pg. F38 - General Principles for all Commercial and Industrial Uses

Commercial and industrial districts in Lancaster County shall be located:

- within the City of Lincoln or incorporated villages
- outside of saline wetlands, signature habitat areas, native prairie and floodplain areas (except for areas of existing commercial and industrial zoning)
- where urban services and infrastructure are available or planned for in the near term
- in sites supported by adequate road capacity – commercial development should be linked to the implementation of the transportation plan
- in areas compatible with existing or planned residential uses
- in areas accessible by various modes of transportation (i.e. automobile, transit and pedestrian)
- so that they enhance entryways or public way corridors, when developing adjacent to these corridors
- in a manner that supports the creation and maintenance of green space as indicated in the environmental resources section of this Plan.

Pg. F39 - Light Industrial (LI)

Size - Light Industrial areas should be a minimum of 50 acres in size, with larger planned centers preferred.

Description - Light Industrial centers are primarily for lighter manufacturing uses with some additional office and retail uses located within the center, such as the Chamber Industrial Tract at S. 14th & Old Cheney Road.

Spacing - Light Industrial areas should generally be distributed throughout the community. Particularly, new light industrial centers should be located in new growth areas of the city.

Pg. F45 - Community Centers ©)

Center Size - Community Centers may vary in size from 300,000 to nearly a million square feet of commercial space. Typically, new Community Centers will range from 300,000 to 500,000 square feet.

Description - Community Centers are intended to be smaller in scale and intensity of uses than Regional Centers and serve a more targeted market and geographic area. Community Centers tend to be dominated by retail and service activities, although they can also serve as campuses for corporate office facilities and other mixed-use activities. When properly located, some light manufacturing or assembly when accessory to an office function may be allowed. One or two department stores or "big box" retail operations may serve as anchors to the Community Center with smaller general merchandise stores located between any anchors or on surrounding site pads, such as Edgewood

Shopping Center at S. 56th Street and Highway 2. Examples of existing single use centers are the office parks for Firethorn/ Lincoln Benefit Life Office Park at S. 84th & Van Dorn, and the State Farm Office Campus at S. 84th & O Street. Other centers may have more of a mix of retail, office and residential uses such as Williamsburg Village at S. 40th and Old Cheney Road.

Market Area - Community Centers can have a community wide appeal but primarily serve a geographic subarea within Lincoln and surrounding areas within the County. Depending on the mix of stores and other shopping opportunities in the area, existing Community Centers can have a market area that is quite extensive, even rivaling some Regional Centers.

Center Spacing - Community Centers should be located approximately two to three miles apart, depending upon their size, scale, function and area population.

Location Criteria - The general location of future Community Centers should be indicated in advance in the Comprehensive Plan. These locations are not intended to be site specific but rather to suggest a general area within which a Community Center might be developed. The Plan recognizes the strong need to further and support an evolving marketplace. Thus, the exact location of a Community Center should be designated in the Comprehensive Plan as part of the development review process. The community will not require market studies to determine the economic impact on existing development. However, new Regional and Community Centers will be generally sited in the Comprehensive Plan so that the potential impact on existing centers may be considered as part of the siting process.

Pg. F48 - Incentive Criteria - These criteria will serve as a guide to future actions until they are formalized and included in the zoning ordinance:

The center shall be located in a neighborhood with greater residential density, than is typical for a suburban area, and the center itself contains higher density residential uses (density above fifteen dwelling units per acre) integrated within the development. This criteria is mandatory for any center proposing to utilize the incentive.

Provide a significant mix of uses, including office, service, retail, residential and open space — far more than typical single use centers. Multi-story buildings are encouraged.

Integrate some light industrial or manufacturing uses within the center (does not apply to neighborhood centers).

Provide public amenities such as recreational facilities, significant open space, plazas, public squares and other types of public facilities or meeting areas.

Are supported by a street network with significant traffic capacity in the future, rather than on streets that already have significant commercial development.

Provide for even greater pedestrian orientation in their layout, physical arrangement of buildings and parking - buildings shall be oriented to pedestrians.

Provide for transit opportunities in the center design.

Pg. F57 - The Greenprint Challenge Implementation Principles

Seek early identification of areas to be preserved – While planning for future growth is integral to this Comprehensive Plan, it is equally important that environmental resource features be accorded similar attention. The community should invest planning resources into the early identification of those areas most valued as part of the Greenprint Challenge. This principle supports the notion of “getting ahead of the game” by knowing what resources are most valued, where they are located, and what actions should be made within the broader planning process to secure their future for the community.

Provide biological interconnection – Plants and animals do not exist in isolation. They interact with each other and reside within an integrated habitat. Implementation of the Comprehensive Plan needs to respect biological connections that exist today and provide responsive means for maintaining those associations.

Promote diversity of vegetation – Plants are a basic environmental building block. They provide habitat and food for animals, as well as aid in sustaining other vegetation that holds the soil and protects the water quality. Maintaining a diverse range of plants ultimately supports a healthier environment for all plants and animals.

Make “green space” an integral part of all environments – “Green space” can come in a wide variety of forms. The policies of the Comprehensive Plan should strive to incorporate such uses in the full range of urban and rural landscapes.

Prevent the creation of a “wall-to-wall city” through the use of green space partitions – As cities and villages expand, establishing corridors and districts of green should be part of the growth process. This often requires the advance delineation of these areas and the means for securing their on going maintenance.

Pg. F89 - Pedestrians -

Walking is an essential part of our daily activities, whether it be trips to work, shop, or play. Often pedestrian facilities are overlooked or merely added onto street improvement projects. However, to preserve and enhance the quality of life for Lincoln, consistent maintenance of the existing pedestrian system and additional facilities are needed. Planning and developing pedestrian facilities should consider many factors:

- Location of existing and planned activity centers and districts, such as shopping malls, older neighborhood centers, libraries, community centers and schools.
- Requirements from the Americans With Disabilities Act (ADA).
- Needs of a growing senior population.

Pg. F95 - Trail and Bicycle Facilities Plan - A future trail is shown extending along Cardwell Branch and along South Folsom Street.

UTILITIES: Sanitary Sewer - Sewer is not adjacent to this development. The developer is proposing to build and pay for a temporary pump station and force main to serve the area. Alternate routes A and B for the force main have been proposed as means to connect to the City system located near South 7th Street and Warlick Blvd. Funding to extend the trunk sewer from approximately South 7th Street and Old Cheney Road to South 1st Street and West Denton Road is shown in the six-year Capital Improvement Program (CIP) for the years 2008-2010. The developer is proposing to operate the temporary pump station until the City has constructed the trunk sewer to serve the area, after which time the force main will be abandoned.

Water - Water is not adjacent to this property. Funding to construct the water main in South Folsom Street to serve this site is shown in the CIP in years 2009-2010. The developer is proposing to construct this improvement, to be reimbursed later when the programmed City funds are available as part of the annexation agreement.

Electricity, Gas, Telephone - Additional easements are required to accommodate all proposed lots, but all these utilities can be provided to serve this development.

TRAFFIC ANALYSIS: The Nebraska Department of Roads (NDOR) is completing plans to upgrade Highway 77, including a revised Highway 77/West Denton Road/Warlick Blvd interchange. The right-of-way required to accommodate the revised interchange has been acquired and construction is scheduled to begin in 2010. The PUD reflects the revised street alignments for West Denton Road and South 1st Street, and also provides a temporary detour for West Denton Road and Highway 77 while the interchange is under construction.

West Denton Road is a two-lane asphalt rural street. The Comprehensive Plan designates it as a principal arterial to be built as a four-lane with center lane facility. However, no funds are programmed

in the CIP to improve it. West Denton Road 1,000' west of the interchange will be improved as a four-lane arterial street as part of the State highway project. The developer is proposing to build the north one-half of the remaining portion of West Denton Road to South Folsom Street, with the remaining two lanes to be built by the City at such time funds are available to construct it and reimburse the developer.

South 1st and South Folsom Streets are both county gravel roads, shown as minor arterial streets in the Comprehensive Plan. South Folsom is to be built as a four-lane with center turn lane facility, and South 1st Street is to be built as a two-lane with center turn-lane facility. The developer is proposing to build the east one-half of South Folsom Street, with the remaining two lanes to be built by the City at such time funds are available. The developer is proposing to construct South 1st after the interchange is complete and to be reimbursed by the City in the future. There are no funds programmed in the CIP for improving these streets at this time. All streets internal to the development are private roadways, except Cardwell Drive which is a public street.

PUBLIC SERVICE: Areas annexed will receive all City services, including police and fire protection. The nearest fire stations are Station #4 at South 27th Street and Old Cheney Road, and Station #13 at West A Street and South Coddington Avenue.

ENVIRONMENTAL CONCERNS: Protection of the Cardwell Branch stream corridor and associated wetlands and sensitive areas.

AESTHETIC CONSIDERATIONS: The appearance of office, commercial and industrial buildings from Highway 77, considered a major entryway into the City.

ANALYSIS:

1. The PUD includes approximately 1,300,000 square feet of office, commercial, and industrial floor area. Part 1a of the development plan notes that the aggregate retail/service uses permitted in the PUD shall not exceed 800,000 square feet, and the PUD **may permit** an aggregate of office, hotels, motels, and industrial uses over 500,000 square feet. The I-3 area (approximately 68 acres) described in the development plan is designed for the LI center designation at this location. To comply with the 50 acre minimum area requirement in the Comprehensive Plan, a minimum of 500,000 square feet of appropriate uses must be designated. To comply with this requirement, Part 1a(c) must be amended to say that "the PUD **must** contain an aggregate of office, hotels, motels, and industrial uses over 500,000 square feet."
2. The PUD includes an area designated 'R-5 Uses' at the southeast corner of the site plan. It shows a proposed layout for 80 townhome units on approximately 10 acres of land. Outside the PUD, but included in the annexation is approximately 100 acres proposed for R-3 and R-4 zoning. There is not a specific development plan associated with this area, however it is subject to the terms of the annexation agreement. Prior to subdividing, the land must be platted in compliance with Title 26 (Land Subdivision).
3. Much of the required infrastructure is not in place to serve this development. Funding for arterial street improvements is not in the six-year CIP, and while funding for water and sewer improvements to serve this site are, they are not programmed until 2008-2010. The developer is proposing to construct the water main, two lanes in West Denton Road, and two lanes in

South Folsom Street to serve the development to be reimbursed at such time as funding is available in the CIP. A temporary pump station and force main are to be used until the sanitary sewer main is extended to the site, at which time the force main will be abandoned. As a condition of the annexation, staff is recommending the owners enter into an annexation agreement with City which specifies these financial responsibilities and timing of improvements. Additionally, staff will recommend that a provision be added to the agreement limiting the amount of development that can occur prior to the adjacent arterial streets being fully constructed.

4. The temporary pump station proposes two routes. Public Works is recommending Route A because it is more accessible and for ease of construction. Required changes relative to the siting of the sewer line are also noted and must be corrected to the satisfaction of Public Works. It is noted that the facility must comply with City's Lift Station Policy. That policy is attached as an exhibit to the annexation agreement, and compliance with it is one of the terms of the agreement.
5. The Highway 77/Warlick Blvd interchange is scheduled to be rebuilt starting 2010. The right-of-way has been acquired by the State of Nebraska for the project, and the new design is shown on the PUD. A temporary ramp will be constructed to allow traffic on both Highway 77 and Warlick Blvd to detour the interchange while it is under construction.
6. Public Works notes that the driveway connection on the north side of West Denton Road, east of South Folsom Street is not needed based upon the traffic study. Due to the anticipated traffic volume on West Denton Road, Public Works recommends that the driveway be eliminated. Access to Lots 3, 4, 5, and 6, Block 2 is provided by the internal street network and from Gailyn Court. Public Works has also noted that the traffic study assumes certain improvements at the South 14th Street/Old Cheney Road intersection in its recommendations. Their review comments were being revised to address this issue but were not ready in time to be included with this report. The comments will be provided when they become available.
7. The left turn lanes in Cardwell Drive at the intersection of SW 4th Street do not meet standards for length. Street connections to Cardwell Drive need to be revised to provide adequate left and right turn lane lengths. Additionally, right turn lanes need to be shown in Folsom Street at the intersections with Cardwell Drive, Gailyn Road, and Cardwell Ridge Drive.
8. The proposed development is consistent with several of the incentive criteria for commercial centers in that it provides a mix of uses, integrates light manufacturing uses, provides open space, and is supported by a street network with significant future capacity. The sidewalk/trail plan shows a proposed sidewalk plan for the center, but which does not go far enough to facilitate pedestrian access from the street network to buildings, to adjacent properties. Showing additional connections would facilitate pedestrian access and address another of the incentive criteria and help justify the amount of floor area shown.
9. There are wetlands, floodplain and sensitive areas associated with the Cardwell Branch creek, which is located near the south boundary of the PUD. The floodplain for the creek extends north past South 1st Street, land shown to be developed as part of the PUD. The developer is proposing to fill portions of the floodplain and in exchange grant a conservation easement over the remaining floodplain. Land protected by the conservation easement will be at a ratio of 2:1

to the floodplain being filled. Public Works must find that the mitigation standards are satisfied by the terms of the easement before it will be accepted.

10. Several corrections are noted and questions raised in the Public Works/Watershed Management review. These items must be addressed prior to consideration by City Council. Also, revisions to the draft conservation easement agreement are also noted, and as a condition of approval the agreement must be accepted by the City.
11. 911 Emergency Communications recommends that the street name Cardwell Road be changed.
12. The Health Department noted that a portion of the I-3 area is less than 300' away from the R-5 residential area. The development plan imposes restrictions on hazardous materials in the I-3 when less than 300' away, and the Health Department initially recommended that the definition of hazardous material in the development plan be revised consistent with the Department's. Since the initial review, staff has met and agreed to limit the types of uses 300' of the residential rather than limiting the storage of hazardous materials. This requirement is noted as a condition of approval.
13. The Comprehensive Plan shows the bike trail system extending along the Cardwell Branch. It is noted that a 20' easement along the north side of the creek must be shown to accommodate the trail. Details regarding the design, location, and street crossings must be provided to the Parks Department to demonstrate how the trail will built through this area.
14. The appearance of the center from Highway 77, an major entrance into the City was a concern. To address this, the notes on the plan state that "Outdoor storage and garden centers are prohibited on the east side of any building located on Lot 2, Block 1." The notes also state that those lots in the B-2 and I-3 areas adjacent to Highway 77 will be screened in an amount 1.5 times the amount required by City Design Standards.
15. The PUD also includes adjustments to setbacks in the R-5, B-2 and I-3 areas. The adjustment to setbacks internal to the site are typical for a commercial center and are appropriate. The R-5 area is surrounded by open space in a conservation easement and the setback adjustments in this area are also appropriate. The reduction in setbacks adjacent to public streets can be appropriate provided the reductions are offset by increased buffering and landscaping. Landscaping on all lots adjacent to public streets (South Folsom, West Denton Road, and Cardwell Drive) should be increased to 1.5 times the required amount consistent with amount provided along Highway 77.
16. Several minor revisions to the General Site Notes on Sheet 1 of 21 are noted, and are included in the conditions of approval for the PUD.

CONDITIONS OF APPROVAL:

ANN#05015

1. Revise the annexation agreement to include a phasing plan for the enhancement of the floodplain and wetlands.

2. The owners will enter into an annexation agreement with the City.

Prepared by:

Brian Will
Planner
November 9, 2005

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**ANNEXATION NO. 05014;
CHANGE OF ZONE NO. 05061,
SOUTHWEST VILLAGE PLANNED UNIT DEVELOPMENT;
and
CHANGE OF ZONE NO. 05062**

PUBLIC HEARING BEFORE PLANNING COMMISSION:

November 23, 2005

Members present: Pearson, Sunderman, Strand, Larson, Carroll, Esseks, Krieser and Carlson; Taylor absent.

Staff recommendation: Conditional approval of the annexation and PUD, and approval of the change of zone.

Ex Parte Communications: None.

Proponents

1. Kent Seacrest appeared on behalf of **Dial Realty** and the coalition of other developers who are proposing to open up southwest Lincoln after many years of effort. This area was designated in the 2002 Comprehensive Plan, and was designated for a Community Center as well as light industrial. This site well utilizes the West Bypass and we are about ready to talk about a proposed interchange at Warlick Boulevard & US 77. In addition to the commercial area, this proposal includes 100 acres of R-3 and R-4 Residential on the west side of Folsom Street which brings in rooftops along with the commercial.

2. Rick Kiolbasa, Dial Realty, stated that the developer has been working with staff on this proposal for over a year. They began with a 143-acre parcel and they were running into some floodplain issues, so the developer secured another 117 acres to make it a total of 260 acres, of which 80 acres, more or less, on the east side of Folsom Street is like a park and will be a conservation easement.

Kiolbasa advised that Dial has been in business for almost 50 years. This is probably a 10-year project from start to finish. In working through all the issues, the applicant and the staff have agreed on 95% of the issues 95% of the time. Kiolbasa believes they were able to work well with the staff and he expressed appreciation to the Planning Department staff.

Seacrest continued with his testimony, stating that this opens up southwest Lincoln, coordinating with the future interchange in a phased manner; the development is next to Cardwell Branch, resulting in a 70-acre conservation easement. This proposal meets the "no net rise" standards; they will be doing a temporary pump because the sewer won't be there for a couple years; there will be a utility crossing of the sewer across Wilderness Park without disturbing the park.

Seacrest advised that they have held several neighborhood meetings and they met with the Friends of Wilderness Park.

Seacrest further observed that it is a challenge to open up a new sub-basin; however, they have reached agreement with staff on all but one condition of approval. Seacrest then submitted proposed amendments to the conditions of approval. The only issue is Condition #1.3, which Seacrest believes to be a misunderstanding.

Staff recommendation:

- 1.3 Revise references in Part 1c (page 6) of the development plan to refer to paragraph c, not paragraph b. Revise Part 1a(c)(2) on page 6 of the development plan to read "THE PUD MUST HAVE AT LEAST AN AGGREGATE OF OFFICE AND INDUSTRIAL USES OVER 500,000 SQUARE FEET."

Seacrest proposed amendment:

- 1.3 (Version #1): Revise references in Part 1c (page 6) of the development plan to refer to paragraph c, not paragraph b. Revise Part 1a(c)(2) on page 6 of the development plan to read "THE PUD MUST HAVE AT LEAST AN AGGREGATE OF OFFICE, **HOTEL, MOTEL,** AND INDUSTRIAL USES OVER 500,000 SQUARE FEET." *(Note: the Analysis #1, page 6, states that hotel and motels are included in the 500,000 square feet figure).*

(Version #2): Revise references in Part 1c (page 6) of the development plan to refer to paragraph c, not paragraph b. Revise Part 1a(c)(2) on page 6 of the development plan to read: "THE PUD MUST HAVE AT LEAST AN AGGREGATE OF OFFICE AND INDUSTRIAL USES OVER **400,000** SQUARE FEET". *(Note: I-3 permits up to 20% of the I-3 floor area to be retail and 10% of the I-3 floor area to be hotels and motels).*

Seacrest explained that the staff Condition #1.3 proposes to have an office/industrial cap of 500,000 sq. ft. The applicant believes motels and hotels should be included in that list of office and industrial to get over the 500,000 sq. ft. Seacrest believes there has been some confusion and misunderstanding because Analysis #1 in the staff report lists office, motel, hotel in industrial. This developer would like to have the hotel, motel uses. Version #1 of the proposed amendment to Condition #1.3 adds hotel, motel into the 500,000 sq. ft. If we don't want hotel, motel, then Version #2 reduces the 500,000 to 400,000 sq. ft. That is a 20% reduction. This goes back to the I-3 zoning which is the mixed use light industrial zone. Under the I-3 you are supposed to have minimum of 50 acres, and under the I-3, you are allowed to go up to 20% of that acreage in retail. So, if we did a straight I-3 of 50 acres, you would normally be able to do 20% or 100,000 sq. ft. of retail. The Comprehensive Plan language also talks about a light industrial area including retail. The developer can live with either version.

Larson asked Seacrest to explain the plan on the map. In showing the uses on the map, Seacrest stated that the developer will be rebuilding West Denton Road. The plan includes the power center type activities or larger box users, but also includes the smaller pads and acreages. There will be office uses and they have included an innovative new housing product in the conservation easement area.

Larson inquired as to the uses proposed north of West Denton Road. Seacrest stated that those are the big boxes. The developer does not have any written leases on the big boxes with anyone at the

present time, but it would be big enough for Super Target type stores. This proposal is consistent with the Comprehensive Plan because of the Community Center designation.

As a member of the Board of the Friends of Wilderness Park, Esseks expressed appreciation to the developer for consulting with the Board. Esseks referred to the map and inquired about the parcel that is east of US 77 going over to the railroad. Is there anything in this proposal that defines how that land will be used? Seacrest explained that to be the state's land; it is not part of Wilderness Park; and there is no change in land use other than being annexed with this application.

Esseks then referred to Exhibit "B", the Conservation Easement Agreement, where it states that, "Nothing herein shall be construed to give the general public the right of access or use of the Easement Area". He believes that to be in conflict if this is to be an easement to the public. Seacrest explained that it is an easement to the public for purpose of floodplain storage, management, sediment, pollution, wildlife and open space but not intended to be a park. There is a dedicated trail easement through it. There will be a minimum 20' bike trail that will run east and west and will go underneath US 77 and then that gets us into Wilderness Park. The rest was not intended to be a park.

Esseks asked for an explanation of the location of the trunk sewer line. Mark Palmer of Olsson Associates stated that they have been working with Wastewater Department on the sewerage of the southwest area and they have put that design on hold at the present time so he does not know the exact alignment or size. The developer is showing a 100' sewer and bike trail easement along the north side of the creek. They are looking into various options and ways to connect to the existing sewer system. The temporary pump station would be on the south side of the proposed on-ramp for the highway. From that point, they would be running a forced main along the west side of the existing W. Denton Road up to the north side of the intersection and then parallel in the state's right-of-way all the way to the existing sewer system. They are proposing to work with the state to cross the creek.

Esseks then referred to the Watershed Management comments dated September 13, 2005 and November 9, 2005, wherein they still had some questions. Seacrest believes that these questions have been addressed and Condition #4 only applies to the residential tract. Seacrest believes there is a meeting of the minds and all of the Watershed Management concerns in terms of flood storage will be addressed prior to scheduling these applications on the City Council agenda.

3. Steve Duvall, 1015 South 40th Street, testified in support. He agrees that this proposal is consistent with the Comprehensive Plan in that people will be able to live, shop, and travel; it will provide increased sales tax and property taxes. This is greatly needed and the project is very well done.

Opposition

1. Mike Carlin, 2700 West Paddock Road, testified on behalf of the Board of Directors for **Friends of Wilderness Park** in opposition. He agrees that the developer did do a good job of keeping the Friends of Wilderness Park informed and they had two meetings. However, even though according to the Comprehensive Plan we knew a community center and light industrial area would be going in here, they are a little taken aback at the scope and scale of what is proposed. It is much bigger than what they had expected. He does not believe it meets the definition of a "community center". He believes it is more of a regional center with the three big box stores with dozens of smaller buildings and a lot of rooftop and pavement. It's "too much too soon". It is bigger than envisioned for that area

and it is pretty much ahead of schedule. Most of the infrastructure is not scheduled to go into that part of town for some time, the biggest being the interchange, which is supposed to start in 2010. You can imagine the traffic going to three big box stores and the smaller businesses going through that interchange when it is under construction for two years. And since it is not something scheduled or planned in this timeline, even though the developer is offering to front the money, staff will be required to work on it while they still have scheduled items to work on in our planned growth. There will be a diversion of resources within staff that is not accounted for in all the other things we want to do in the city.

With regard to the sewage treatment plant, the Wastewater Facilities Plan shows the building of the treatment plant as a Tier II item. Carlin submitted that this much development will trigger the need to build that sewage treatment plant ahead of schedule. He is worried about the temporary sewer line and is worried about the word “abandonment”. Who is going to operate that temporary sewer line? Who owns and operates it? We don’t have a lot of pumps stations in the city. They don’t run on automatic. They break. It will take people, time and money to maintain them. Is that factored into the developer’s cost?

Carlin further pointed out that Denton Road is going to be two lanes. There will be a real choke point for traffic trying to get in and out of these businesses and big box stores. He does not believe that there should be a driveway on the north side of West Denton Road into the facility – that traffic should go all the way to Folsom before turning in. So there will be two lanes all the way to Folsom from Hwy 77 and then a right turn to get into the area where the big box stores are located.

In summary, Carlin suggested that we need to keep it in perspective and in proportion. It is too much and it is too soon.

2. Dale Schmidt, 6900 S. 1st Street, testified in opposition. He is not necessarily opposed to the proposal, but as a property owner that basically will be surrounded by this development, he wants to be on record trying to protect himself and some of his concerns. He owns three parcels – his access would extend past the old 1st Street tying into Denton Road. He can tolerate the loss of frontage from his property, but he wants to be certain that he does not lose access to his property, specifically the parcel on the south side of Pine Lake Road, which at this point, would not have access to anything. He realizes this is preliminary and he does not know what the state will be doing; however, he knows the state will be taking some of his property. He does not want to lose the accessibility to his property that he has had for 30 years. This will be the fourth road construction that he has dealt with and the overpass construction for Hwy 77 will be the fifth time he has gone through road construction in front of his property. He operates Pioneer Gardens & Nursery on the property and has had trees growing there since the fall of 1976 or 1977.

3. Richard Hill, 6705 S.W. 16th Street, testified in opposition. He has spoken with 12 property owners and none of them want a big shopping area here. We moved away from the city for a reason. We do not want retail stores next door to us. There will be a lot of competition with South Pointe. He does not believe this is necessary. He moved to the country for privacy and at night he can see the stars. These residents will lose the ability to access the night sky via the pollution caused by all of the lights in this project. He does not want to see parking lot lights from his residence. If necessary, he will go door to door and acquire signatures from every property owner within 1.5 mile of this project because he believes he would get close to 100% in opposition. Denton Road is a challenge during rush hour. By adding multiple dwellings – single family homes and apartments, it is not going to be an area for

acreages and their owners to be happy and satisfied. This is not going to increase his property values. Please protect this area.

4. Jennifer Sheaff, 7601 Bobcat Circle, testified in opposition. How is this development going to affect South Pointe? The retailers there believe a new commercial development will affect their business and will shift the jobs. It will not create any more new jobs. She assumes the development of the retail space is to attract a lot of the business from the small communities south of Lincoln. If Beatrice cannot support a Wal-mart, why do you want it up here? If this is built, she is concerned about further development of fast food and convenience stores from Hwy 77 south to Saltillo Road and further. This will have an effect on the night sky. With all the building going further and further out of town, what about Lincoln's core? What about all the current empty retail space? Why can't we work on improving those spaces? The infrastructure is already there. The newspaper is full of houses for sale. What happens to them? The prices of fuel and consumer goods are steadily increasing. How much more retail is this city going to be able to support? We are going to have acres of asphalt, garbage, and traffic. Will this developed area be in the floodplain? West Denton Road is going to have to be widened to four lanes. How many houses will have traffic in their front yard? The residential and commercial areas in the new development will be annexed. How about the existing homeowners that will be surrounded? The developer is proposing to pay for sewer and road improvements and be reimbursed later. Are you sure the Lincoln taxpayers want to pay for this? Why are not the property owners given the opportunity to purchase the land? If anything is to be done, she suggested that they build 5- or 10-acre lots with houses, with families, and green grass and trees. Build a big park. When is enough enough? When do we stop this sprawl?

5. Richard Esquivel, 733 W. Cuming, testified in opposition. He agreed with the concerns of the Friends of Wilderness Park, mainly the Comprehensive Plan and economic benefit to the City. None of these questions have been answered. Are the citizens going to be responsible for the cost of the infrastructure? Are my tax dollars going to support this development through TIF? They want three big box stores. Look at the trouble we are having with 84th and Adams with a Super Wal-mart. There are too many unanswered questions.

6. Jay Storz, 7200 W. Pleasant Hill Road, Denton, testified in opposition because he believes this development will create the type of urban sprawl that has diminished the quality of life in other similar cities across the country. He would hate to see Lincoln repeat the mistake that cities like Phoenix and Houston have made in the past. In Lincoln, there are so many vacant commercial lots and blighted areas – he suggested that those areas be redeveloped rather than developing open land on the periphery of the city. The type of unnecessary urban sprawl would do a lot to diminish what makes Lincoln special.

7. Richard Halvorsen, 6311 Inverness Road, testified in opposition. He is concerned about the traffic. He lives south of Old Cheney and 14th Street, and it is almost grid-locked for an hour before and after rush hour. Warlick Boulevard is also already busy. With this big of a development, he does not see how the infrastructure can support the additional traffic.

Staff questions

Strand asked staff to respond to the motions to amend the conditions of approval by Seacrest. Brian Will of Planning staff stated that the staff agrees with the motion to amend with the exception of Condition #1.3. The rationale is that the Comprehensive Plan has two designations that allow for the

employment center. Generally speaking, the commercial floor area would be 300,000-500,000 sq. ft.. The employment center designates the area for I-3 uses. Typically, I-3 districts are 75 acres. So, you are looking at an employment center in the range of 750,000 sq. ft. Through the development review process, a compromise was struck in that the community center was allowed to expand beyond 500,000 sq. ft., absorbing some of the commercial area that would normally be allowed, with the understanding that the employment center provide office and industrial uses no less than 500,000 sq. ft. As the proposal exists, it shows 1.3 million sq. ft. of floor area and the hotels and motels are outside of the floor area requirement. There is 800,000 in the commercial center, but we want to maintain a minimum cap of 500,000 sq. ft. for the I-3. This is consistent with the Comprehensive Plan. The Comprehensive Plan is trying to provide for those industrial employment areas to provide for economic development.

Esseks noted that one of the witnesses testified that what is being proposed exceeds the definition of a "community center". Will responded, stating that typically the Comprehensive Plan describes 300,000 to 500,000 sq. ft.; however, there is language to allow up to 1,000,000 sq. ft. provided certain incentive criteria is met. This proposal does meet some of the incentive criteria.

Sunderman asked staff to respond to the driveway issue raised by Mike Carlin on behalf of the Friends of Wilderness Park. Will explained that there will be a full turning movement intersection "at this point here" (pointing to the map) that allows access into the center. Staff has reconsidered their position and has agreed to allow "this driveway" (pointing to the map) to also remain with "full turning movement here" (pointing to the map).

Carroll inquired about access to the nursery property. Will indicated that Mr. Schmidt currently has access off of public right-of-way. For the alignment proposed with this development, it will require the vacation of existing public right-of-way. Mr. Schmidt will have to be a party to that and voluntarily agree to any actual vacation of that right-of-way. That vacation will not occur without his agreement. All lots have to have access to public right-of-way.

Response by the Applicant

Seacrest reiterated that this proposal is consistent with the Comprehensive Plan. This property was designated "community center" and light industrial back in 2002, and the proposal got stuck about a year and a half ago. It was chosen because this was anticipated to be an interchange on a major road. The Comprehensive Plan does allow community centers to go up to 1,000,000 sq. ft., and this proposal is in conformance with the language in the Comprehensive Plan. Seacrest does not believe this development is too soon. It is in Tier I, Priority A (the one to twelve year, first out of the chute) area. This was a key piece of the Comprehensive Plan in 2002 because some wanted to open up Stevens Creek and some wanted to open up southwest Lincoln. This came in as a package so that they would both open up. This proposal follows through with that commitment in 2002 to make sure both areas open up.

With regard to "urban sprawl", Seacrest reiterated that this proposal is in full conformance with the Comprehensive Plan, and if that is urban sprawl, he disagrees.

Seacrest also reiterated that this proposal includes a temporary pump, but Lincoln has about 20 temporary pumps. The city will maintain the pump. The developer will pay to operate that pump and

the city will do the staffing.

As far as the traffic issues, Seacrest stated that the Comprehensive Plan shows West Denton Road and Folsom Street as four lanes and that is what the Southwest Village plan shows. Southwest Village will be built in phases. The annexation agreement will address when the third and fourth lanes will be constructed. We don't need four lanes day one.

Seacrest confirmed that the developer will work with Mr. Schmidt for access to his property. His access is through the conservation easement area.

Seacrest reiterated that they did hold several full neighborhood meetings. He acknowledged that there are acreages to the west, but this isn't the only thing that will upset the acreage owners.

Seacrest disagreed that this proposal does not create new jobs. The whole idea of the light industrial is to get new jobs. Too much of our light industrial land is in the floodplain. This is land that is not in the floodplain. This is a new site that will be able to be marketed by the Chamber of Commerce. This proposal increases the floodplain capacity. We are digging it out. We are exceeding no net rise.

In addition, Seacrest pointed out that this developer will be paying over 5 million dollars in impact fees.

Seacrest reiterated the request to adopt Version #1 or Version #2 of his proposed amendment to Condition #1.3. This developer would like to go down to 400,000 sq. ft. or live with 500,000 sq. ft. with motels and hotels.

ANNEXATION NO. 05014

ACTION BY PLANNING COMMISSION:

November 23, 2005

Strand moved approval, with conditions, seconded by Carroll.

Pearson stated that her comments now relate to the entire proposal. She is a big fan of all three of the representatives on the developer team. In general, she believes the plan is well thought-out, except for the three big boxes plopped down in a relative area that has acreages. She does not believe that we are sentimental enough about lifestyle issues. If a big box moved into her back yard she would be very upset. These people have been out here a lot longer than a Super Target. "Build it and they will come, 24 hours a day." She will not support it.

Esseks also commented that it is a shame that lifestyles are disrupted. It is most important to enjoy one's home, but before he arrived on this Commission, this community decided on growth and they have a formal process agreed upon as to where growth should occur. This area was designated for commercial growth. If we want to discourage such growth, we have to do it in the planning process. His hands are tied. He will have to vote according to what the plan specifies. He believes it would be inappropriate to vote no, but he wishes he could.

Motion for conditional approval carried 7-1: Sunderman, Strand, Larson, Carroll, Esseks, Krieser and Carlson voting 'yes'; Pearson voting 'no'; Taylor absent. This is a recommendation to the City Council.

CHANGE OF ZONE NO. 05061,

SOUTHWEST VILLAGE PLANNED UNIT DEVELOPMENT

ACTION BY PLANNING COMMISSION:

November 23, 2005

Strand moved to approve the staff recommendation of conditional approval, with the amendments proposed by Kent Seacrest, except Condition #1.3 to remain as recommended by staff, seconded by Esseks and carried 6-2: Sunderman, Strand, Carroll, Esseks, Krieser and Carlson voting 'yes'; Pearson and Larson voting 'no'; Taylor absent. This is a recommendation to the City Council.

CHANGE OF ZONE NO. 05062

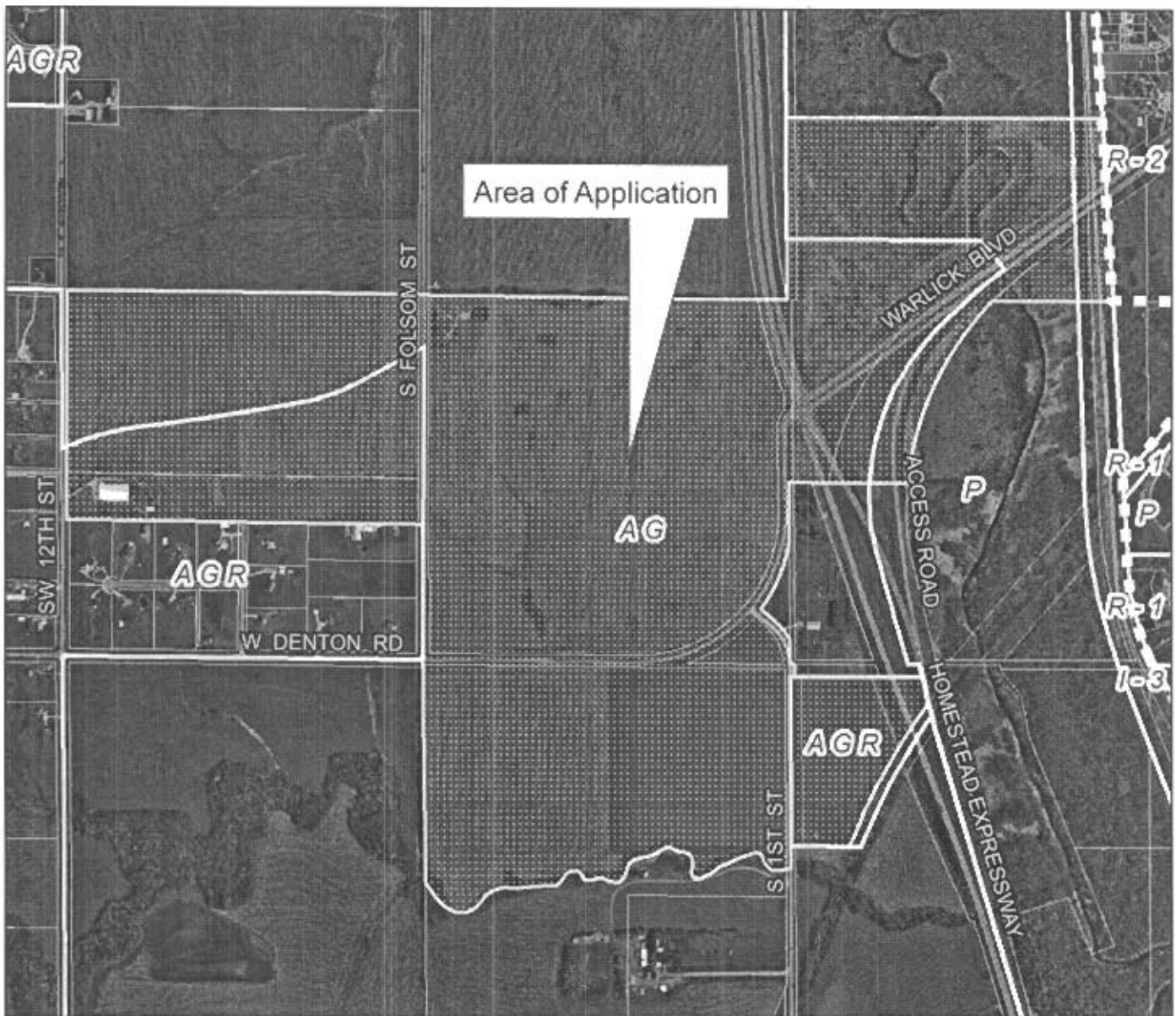
ACTION BY PLANNING COMMISSION:

November 23, 2005

Strand moved approval, seconded by Carroll.

As far as the impact on acreages, Strand stated that she is a strong proponent of acreages and supports acreage growth. She grew up on an acreage, but, unfortunately, it was located close to town and the town grew out and it is now Buckingham South. It happens. The city grows out to the acreages. You are either forced to move further out or you are forced to live with the city. This is a zoning issue.

Motion for approval carried 8-0: Pearson, Sunderman, Strand, Larson, Carroll, Esseks, Krieser and Carlson voting 'yes'; Taylor absent. This is a recommendation to the City Council.



Annexation #05014
Southwest Village
S Folsom St & W Denton Rd

2005 aerial

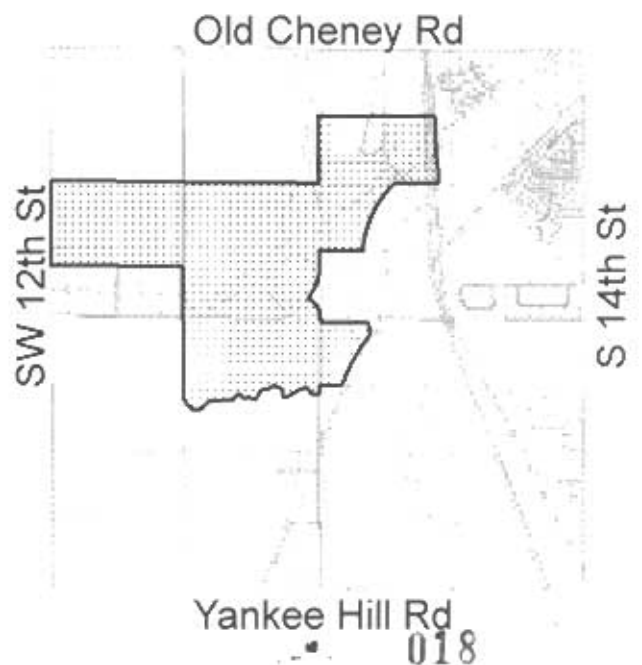
Zoning:

R-1 to R-8	Residential District
AG	Agricultural District
AGR	Agricultural Residential District
R-C	Residential Conservation District
O-1	Office District
O-2	Suburban Office District
O-3	Office Park District
R-T	Residential Transition District
B-1	Local Business District
B-2	Planned Neighborhood Business District
B-3	Commercial District
B-4	Lincoln Center Business District
B-5	Planned Regional Business District
H-1	Interstate Commercial District
H-2	Highway Business District
H-3	Highway Commercial District
H-4	General Commercial District
I-1	Industrial District
I-2	Industrial Park District
I-3	Employment Center District
P	Public Use District

Four Square Mile
 Sec. 14 T9N R6E
 Sec. 15 T9N R7E
 Sec. 22 T9N R6E
 Sec. 23 T9N R7E



Zoning Jurisdiction Lines
 City Limit Jurisdiction



LEGAL DESCRIPTION

ANNEXATION

A LEGAL DESCRIPTION FOR A TRACT OF LAND COMPOSED OF LOTS 7 I.T., 46 I.T., 73 I.T., AND A PORTION OF THE SOUTHWEST QUARTER OF THE NORTHWEST QUARTER, ALL LOCATED IN SECTION 14, TOWNSHIP 9 NORTH, RANGE 6 EAST, LOTS 7 I.T., 8 I.T., 17 I.T., 20 I.T., 21 I.T., AND 22 I.T., ALL LOCATED IN SECTION 15, TOWNSHIP 9 NORTH, RANGE 6 EAST, A PORTION OF LOT 20 I.T., LOCATED IN THE NORTHEAST QUARTER OF SECTION 22, TOWNSHIP 9 NORTH, RANGE 6 EAST, LOT 49 I.T., LOCATED IN THE NORTHWEST QUARTER OF SECTION 23, TOWNSHIP 9 NORTH, RANGE 6 EAST OF THE 6TH P.M., AND ADJACENT PORTIONS OF FOLSOM STREET, WEST DENTON ROAD, SOUTH 1ST STREET, WARLICK BOULEVARD, U.S. HIGHWAY 77, UNION PACIFIC AND BURLINGTON NORTHERN RAILROAD, AND SANTE FE RAILROAD RIGHTS-OF-WAY, ALL IN LANCASTER COUNTY, NEBRASKA, AND MORE PARTICULARLY DESCRIBED AS FOLLOWS:

COMMENCING AT THE NORTHWEST CORNER OF THE SOUTHWEST QUARTER OF SAID SECTION 15, TOWNSHIP 9 NORTH, RANGE 6 EAST, SAID POINT BEING **THE TRUE POINT OF BEGINNING**; THENCE EASTERLY ALONG THE NORTH LINE OF SAID SOUTHWEST QUARTER ON AN ASSUMED BEARING OF SOUTH 89 DEGREES 22 MINUTES 56 SECONDS EAST, A DISTANCE OF 2,660.81 FEET TO THE NORTHWEST CORNER OF THE SOUTHEAST QUARTER OF SAID SECTION 15, THENCE SOUTH 89 DEGREES 22 MINUTES 31 SECONDS EAST ALONG THE NORTH LINE OF SAID SOUTHEAST QUARTER, A DISTANCE OF 2,673.27 FEET TO THE SOUTHWEST CORNER OF THE NORTHWEST QUARTER OF SECTION 14, TOWNSHIP 9 NORTH, RANGE 6 EAST, THENCE NORTH 89 DEGREES 31 MINUTES 37 SECONDS EAST ALONG THE SOUTH LINE OF SAID NORTHWEST QUARTER, A DISTANCE OF 66.00 FEET TO A POINT, THENCE NORTH 00 DEGREES 31 MINUTES 40 SECONDS WEST ALONG A LINE 66.00 FEET EAST OF AND PARALLEL WITH THE WEST LINE OF SAID NORTHWEST QUARTER, A DISTANCE OF 1,324.59 FEET TO A POINT OF INTERSECTION WITH THE NORTH LINE OF THE SOUTH HALF OF SAID NORTHWEST QUARTER, THENCE SOUTH 89 DEGREES 54 MINUTES 57 SECONDS EAST ALONG THE NORTH LINE OF THE SOUTH HALF OF SAID NORTHWEST QUARTER, A DISTANCE OF 2,259.15 FEET TO A POINT OF INTERSECTION WITH THE EAST LINE OF THE BURLINGTON NORTHERN RAILROAD RIGHT-OF-WAY, THENCE SOUTH 03 DEGREES 21 MINUTES 42 SECONDS EAST ALONG THE EAST LINE OF SAID RIGHT-OF-WAY, A DISTANCE OF 1,326.52 FEET TO A POINT OF INTERSECTION WITH THE SOUTH LINE OF SAID NORTHWEST QUARTER, THENCE NORTH 89 DEGREES 55 MINUTES 32 SECONDS WEST ALONG THE SOUTH LINE OF SAID NORTHWEST QUARTER, A DISTANCE OF 1,169.54 FEET TO A POINT, THENCE SOUTH 54 DEGREES 32 MINUTES 05 SECONDS WEST, A DISTANCE OF 1,489.98 FEET TO A POINT OF INTERSECTION WITH THE WEST LINE OF THE SOUTHWEST QUARTER OF SAID SECTION 14, THENCE SOUTH 00 DEGREES 30 MINUTES 24 SECONDS EAST ALONG THE WEST LINE OF SAID SOUTHWEST QUARTER, A DISTANCE OF 898.89 FEET TO A POINT OF INTERSECTION WITH A SOUTHEAST LINE OF WEST DENTON ROAD RIGHT-OF-WAY, SAID POINT BEING A POINT OF CURVATURE OF A NON TANGENT CURVE, THENCE ALONG A CURVE IN A CLOCKWISE DIRECTION, HAVING A DELTA ANGLE OF 26 DEGREES 37 MINUTES 37 SECONDS, A RADIUS OF 1,141.35 FEET, A ARC LENGTH OF 530.42 FEET, A CHORD BEARING OF SOUTH 24 DEGREES 13 MINUTES 29 SECONDS WEST ALONG THE SOUTHEAST LINE OF SAID RIGHT-OF-WAY, AND A CHORD DISTANCE OF 525.66 FEET TO A POINT OF INTERSECTION WITH THE NORTHEAST LINE OF SOUTH 1ST STREET RIGHT-OF-WAY, THENCE SOUTH 50 DEGREES 32 MINUTES 48 SECONDS EAST ALONG A NORTHEAST LINE OF SAID RIGHT-OF-WAY, A DISTANCE OF 141.86 FEET TO A POINT OF CURVATURE, THENCE ALONG A CURVE IN A CLOCKWISE DIRECTION, HAVING A DELTA ANGLE OF 22

DEGREES 49 MINUTES 40 SECONDS, A RADIUS OF 450.00 FEET, A ARC LENGTH OF 179.29 FEET, A CHORD BEARING OF SOUTH 39 DEGREES 07 MINUTES 58 SECONDS EAST ALONG A NORTHEAST LINE OF SAID RIGHT-OF-WAY, AND A CHORD DISTANCE OF 178.11 FEET TO A POINT OF INTERSECTION WITH THE EAST LINE OF THE SOUTHEAST QUARTER OF SECTION 15, TOWNSHIP 9 NORTH, RANGE 6 EAST, THENCE SOUTH 00 DEGREES 30 MINUTES 24 SECONDS EAST ALONG THE EAST LINE OF SAID SOUTHEAST QUARTER, A DISTANCE OF 178.40 FEET TO THE SOUTHEAST CORNER OF SAID SOUTHEAST QUARTER, THENCE SOUTH 89 DEGREES 55 MINUTES 54 SECONDS EAST ALONG THE NORTH LINE OF THE NORTHWEST QUARTER OF SECTION 23, TOWNSHIP 9 NORTH, RANGE 6 EAST A DISTANCE OF 33.00 FEET TO THE NORTHWEST CORNER OF LOT 47 I.T., THENCE SOUTH 00 DEGREES 07 MINUTES 47 SECONDS EAST ALONG THE WEST LINE OF SAID LOT 47 I.T., A DISTANCE OF 90.75 FEET TO THE SOUTHWEST CORNER OF SAID LOT 47 I.T., THENCE SOUTH 89 DEGREES 55 MINUTES 54 SECONDS EAST ALONG THE SOUTH LINE OF SAID LOT 47 I.T., A DISTANCE OF 558.88 FEET TO THE NORTHEAST CORNER OF LOT 49 I.T., SAID POINT BEING ON THE WEST LINE OF HOMESTEAD EXPRESSWAY RIGHT-OF-WAY, THENCE SOUTH 21 DEGREES 05 MINUTES 04 SECONDS EAST ALONG THE EAST LINE OF SAID LOT 49 I.T., SAID LINE BEING THE WEST LINE OF SAID RIGHT-OF-WAY, A DISTANCE OF 554.58 FEET TO A EAST CORNER OF SAID LOT 49 I.T., SAID POINT BEING A POINT OF CURVATURE OF A NON TANGENT CURVE, THENCE ALONG A CURVE IN A COUNTER CLOCKWISE DIRECTION, HAVING A DELTA ANGLE OF 10 DEGREES 30 MINUTES 31 SECONDS, A RADIUS OF 4,372.28 FEET, A ARC LENGTH OF 801.92 FEET, A CHORD BEARING OF SOUTH 26 DEGREES 22 MINUTES 17 SECONDS WEST ALONG A SOUTHEAST LINE OF SAID LOT 49 I.T., SAID LINE BEING A NORTHWEST LINE OF LOT 48 I.T., AND A CHORD DISTANCE OF 800.80 FEET TO THE SOUTHEAST CORNER OF SAID LOT 49 I.T., THENCE NORTH 89 DEGREES 49 MINUTES 56 SECONDS WEST ALONG THE SOUTH LINE OF SAID LOT 49 I.T., AND ITS EXTENSION, A DISTANCE OF 432.88 FEET TO A POINT OF INTERSECTION WITH THE EAST LINE OF THE NORTHEAST QUARTER OF SECTION 22, TOWNSHIP 9 NORTH, RANGE 6 EAST, THENCE SOUTH 00 DEGREES 07 MINUTES 47 SECONDS EAST ALONG THE EAST LINE OF SAID NORTHEAST QUARTER, A DISTANCE OF 241.46 FEET TO A POINT, THENCE SOUTH 89 DEGREES 52 MINUTES 13 SECONDS WEST, A DISTANCE OF 138.53 FEET TO A POINT OF CURVATURE, THENCE ALONG A CURVE IN A CLOCKWISE DIRECTION, HAVING A DELTA ANGLE OF 58 DEGREES 31 MINUTES 33 SECONDS, A RADIUS OF 125.28 FEET, A ARC LENGTH OF 127.97 FEET, A CHORD BEARING OF NORTH 60 DEGREES 52 MINUTES 00 SECONDS WEST, AND A CHORD DISTANCE OF 122.47 FEET TO A POINT OF REVERSE CURVATURE, THENCE ALONG A CURVE IN A COUNTER CLOCKWISE A ANGLE OF 81 DEGREES 58 MINUTES 38 SECONDS, A RADIUS OF 75.00 FEET, A ARC LENGTH OF 107.31 FEET, A CHORD BEARING OF NORTH 72 DEGREES 35 MINUTES 33 SECONDS WEST, AND A CHORD DISTANCE OF 98.39 FEET TO A POINT, THENCE SOUTH 66 DEGREES 25 MINUTES 08 SECONDS WEST, A DISTANCE OF 69.12 FEET TO A POINT OF CURVATURE, THENCE ALONG A CURVE IN A CLOCKWISE DIRECTION, HAVING A DELTA ANGLE OF 27 DEGREES 18 MINUTES 02 SECONDS, A RADIUS OF 150.00 FEET, A ARC LENGTH OF 71.47 FEET, A CHORD BEARING OF SOUTH 80 DEGREES 04 MINUTES 09 SECONDS WEST, AND A CHORD DISTANCE OF 70.80 FEET TO A POINT OF REVERSE CURVATURE, THENCE ALONG A CURVE IN A COUNTER CLOCKWISE DIRECTION HAVING A DELTA ANGLE OF 57 DEGREES 02 MINUTES 11 SECONDS, A RADIUS OF 97.16 FEET, A ARC LENGTH OF 96.72 FEET, A CHORD BEARING OF SOUTH 65 DEGREES 12 MINUTES 05 SECONDS WEST, AND A CHORD DISTANCE OF 92.78 FEET TO A POINT OF REVERSE CURVATURE, THENCE ALONG A CURVE IN A CLOCKWISE DIRECTION HAVING A DELTA ANGLE OF 102 DEGREES 46 MINUTES 49 SECONDS, A RADIUS OF 85.00 FEET, A ARC LENGTH OF 152.48 FEET, A CHORD BEARING OF SOUTH 88 DEGREES 04 MINUTES 24 SECONDS WEST, AND A CHORD DISTANCE OF 132.84 FEET TO A POINT, THENCE NORTH 40 DEGREES 32 MINUTES 12 SECONDS WEST, A DISTANCE OF 105.48 FEET TO A POINT OF

CURVATURE, THENCE ALONG A CURVE IN A COUNTER CLOCKWISE DIRECTION, HAVING A DELTA ANGLE OF 37 DEGREES 30 MINUTES 22 SECONDS, A RADIUS OF 100.00 FEET, A ARC LENGTH OF 65.46 FEET, A CHORD BEARING OF NORTH 59 DEGREES 17 MINUTES 23 SECONDS WEST, AND A CHORD DISTANCE OF 64.30 FEET TO A POINT, THENCE NORTH 78 DEGREES 02 MINUTES 33 SECONDS WEST, A DISTANCE OF 90.87 FEET TO A POINT OF CURVATURE, THENCE ALONG A CURVE IN A COUNTER CLOCKWISE DIRECTION, HAVING A DELTA ANGLE OF 38 DEGREES 21 MINUTES 43 SECONDS, A RADIUS OF 75.00 FEET, A ARC LENGTH OF 50.22 FEET, A CHORD BEARING OF SOUTH 82 DEGREES 46 MINUTES 35 SECONDS WEST, AND A CHORD DISTANCE OF 49.28 FEET TO A POINT, THENCE SOUTH 63 DEGREES 35 MINUTES 43 SECONDS WEST, A DISTANCE OF 83.82 FEET TO A POINT OF CURVATURE, THENCE ALONG A CURVE IN A CLOCKWISE DIRECTION, HAVING A DELTA ANGLE OF 26 DEGREES 35 MINUTES 54 SECONDS, A RADIUS OF 150.00 FEET, A ARC LENGTH OF 69.63 FEET, A CHORD BEARING OF SOUTH 76 DEGREES 53 MINUTES 40 SECONDS WEST, AND A CHORD DISTANCE OF 69.01 FEET TO A POINT OF REVERSE CURVATURE, THENCE ALONG A CURVE IN A COUNTER CLOCKWISE DIRECTION HAVING A DELTA ANGLE OF 53 DEGREES 31 MINUTES 16 SECONDS, A RADIUS OF 75.00 FEET, A ARC LENGTH OF 70.06 FEET, A CHORD BEARING OF SOUTH 63 DEGREES 25 MINUTES 59 SECONDS WEST, AND A CHORD DISTANCE OF 67.54 FEET TO A POINT OF REVERSE CURVATURE, THENCE ALONG A CURVE IN A CLOCKWISE DIRECTION HAVING A DELTA ANGLE OF 36 DEGREES 31 MINUTES 51 SECONDS, A RADIUS OF 220.27 FEET, A ARC LENGTH OF 140.44 FEET, A CHORD BEARING OF SOUTH 54 DEGREES 56 MINUTES 16 SECONDS WEST, AND A CHORD DISTANCE OF 138.07 FEET TO A POINT, THENCE SOUTH 73 DEGREES 12 MINUTES 12 SECONDS WEST, A DISTANCE OF 148.09 FEET TO A POINT OF CURVATURE, THENCE ALONG A CURVE IN A CLOCKWISE DIRECTION, HAVING A DELTA ANGLE OF 55 DEGREES 21 MINUTES 16 SECONDS, A RADIUS OF 135.23 FEET, A ARC LENGTH OF 130.65 FEET, A CHORD BEARING OF NORTH 79 DEGREES 07 MINUTES 10 SECONDS WEST, AND A CHORD DISTANCE OF 125.62 FEET TO A POINT OF REVERSE CURVATURE, THENCE ALONG A CURVE IN A COUNTER CLOCKWISE DIRECTION HAVING A DELTA ANGLE OF 67 DEGREES 49 MINUTES 49 SECONDS, A RADIUS OF 75.00 FEET, A ARC LENGTH OF 88.79 FEET, A CHORD BEARING OF NORTH 85 DEGREES 21 MINUTES 27 SECONDS WEST, AND A CHORD DISTANCE OF 83.69 FEET TO A POINT OF REVERSE CURVATURE, THENCE ALONG A CURVE IN A CLOCKWISE DIRECTION HAVING A DELTA ANGLE OF 29 DEGREES 59 MINUTES 18 SECONDS, A RADIUS OF 375.00 FEET, A ARC LENGTH OF 196.27 FEET, A CHORD BEARING OF SOUTH 75 DEGREES 43 MINUTES 18 SECONDS WEST, AND A CHORD DISTANCE OF 194.04 FEET TO A POINT OF REVERSE CURVATURE, THENCE ALONG A CURVE IN A COUNTER CLOCKWISE DIRECTION HAVING A DELTA ANGLE OF 18 DEGREES 58 MINUTES 21 SECONDS, A RADIUS OF 250.00 FEET, A ARC LENGTH OF 82.78 FEET, A CHORD BEARING OF SOUTH 81 DEGREES 13 MINUTES 47 SECONDS WEST, AND A CHORD DISTANCE OF 82.41 FEET TO A POINT OF REVERSE CURVATURE, THENCE ALONG A CURVE IN A CLOCKWISE DIRECTION HAVING A DELTA ANGLE OF 32 DEGREES 04 MINUTES 32 SECONDS, A RADIUS OF 200.00 FEET, A ARC LENGTH OF 111.96 FEET, A CHORD BEARING OF SOUTH 87 DEGREES 46 MINUTES 52 SECONDS WEST, AND A CHORD DISTANCE OF 110.51 FEET TO A POINT OF REVERSE CURVATURE, THENCE ALONG A CURVE IN A COUNTER CLOCKWISE DIRECTION HAVING A DELTA ANGLE OF 33 DEGREES 18 MINUTES 57 SECONDS, A RADIUS OF 150.00 FEET, A ARC LENGTH OF 87.22 FEET, A CHORD BEARING OF SOUTH 87 DEGREES 09 MINUTES 40 SECONDS WEST, AND A CHORD DISTANCE OF 86.00 FEET TO A POINT, THENCE SOUTH 70 DEGREES 30 MINUTES 11 SECONDS WEST, A DISTANCE OF 78.72 FEET TO A POINT OF CURVATURE, THENCE ALONG A CURVE IN A COUNTER CLOCKWISE DIRECTION, HAVING A DELTA ANGLE OF 45 DEGREES 15 MINUTES 25 SECONDS, A RADIUS OF 125.00 FEET, A ARC LENGTH OF 98.74 FEET, A CHORD BEARING OF SOUTH 47 DEGREES 52 MINUTES 28 SECONDS WEST, AND A CHORD DISTANCE OF 96.19 FEET

TO A POINT OF REVERSE CURVATURE, THENCE ALONG A CURVE IN A CLOCKWISE DIRECTION HAVING A DELTA ANGLE OF 112 DEGREES 06 MINUTES 25 SECONDS, A RADIUS OF 205.96 FEET, A ARC LENGTH OF 402.99 FEET, A CHORD BEARING OF SOUTH 81 DEGREES 17 MINUTES 58 SECONDS WEST, AND A CHORD DISTANCE OF 341.71 FEET TO A POINT. THENCE NORTH 42 DEGREES 38 MINUTES 49 SECONDS WEST, A DISTANCE OF 183.82 FEET TO A POINT OF INTERSECTION WITH THE WEST LINE OF THE NORTHEAST QUARTER OF SAID SECTION 22. THENCE NORTH 00 DEGREES 33 MINUTES 20 SECONDS WEST ALONG THE WEST LINE OF SAID NORTHWEST QUARTER, A DISTANCE OF 1,662.10 FEET TO A POINT OF INTERSECTION WITH THE SOUTH LINE OF WEST DENTON ROAD RIGHT-OF-WAY, THENCE NORTH 26 DEGREES 29 MINUTES 46 SECONDS EAST, A DISTANCE OF 111.21 FEET TO A POINT LOCATED 50.00 FEET NORTH OF THE SOUTH LINE OF THE SOUTHEAST QUARTER OF SECTION 15, TOWNSHIP 9 NORTH, RANGE 6 EAST, AND 50.00 FEET EAST OF THE WEST LINE OF SAID SOUTHEAST QUARTER, THENCE NORTH 00 DEGREES 07 H THE WEST LINE OF SAID SOUTHEAST QUARTER, A DISTANCE OF 550.37 FEET TO A POINT, THENCE NORTH 89 DEGREES 52 MINUTES 49 SECONDS WEST, A DISTANCE OF 17.00 FEET TO A POINT. THENCE NORTH 00 DEGREES 07 MINUTES 11 SECONDS EAST ALONG A LINE 33.00 FEET EAST OF AND PARALLEL WITH THE WEST LINE OF SAID SOUTHEAST QUARTER, A DISTANCE OF 386.67 FEET TO A POINT OF INTERSECTION WITH THE EXTENSION OF THE SOUTH LINE OF LOT 8 I.T., THENCE NORTH 89 DEGREES 24 MINUTES 58 SECONDS WEST ALONG THE SOUTH LINE OF SAID LOT 8 I.T. AND ITS EXTENSION, A DISTANCE OF 2,683.02 FEET TO A POINT OF INTERSECTION WITH THE WEST LINE OF THE SOUTHWEST QUARTER OF SAID SECTION 15, THENCE NORTH 00 DEGREES 15 MINUTES 02 SECONDS WEST ALONG THE WEST LINE OF SAID SOUTHWEST QUARTER. A DISTANCE OF 1,668.66 FEET TO THE POINT OF BEGINNING, SAID TRACT CONTAINS A CALCULATED AREA OF 20,203,264.85 SQUARE FEET OR 463.80 ACRES, MORE OR LESS.

Thursday, May 04, 2006
C:\WINDOWS\TEMP\notes3388E1\yANNEX.doc

SEACREST & KALKOWSKI, P.C.

1111 LINCOLN MALL, SUITE 350
LINCOLN, NEBRASKA 68508-3905

TELEPHONE (402) 435-6000
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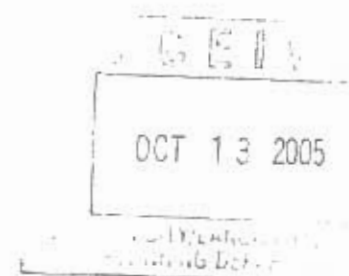
KENT SEACREST
E-MAIL kent@sk-law.com

DANAY KALKOWSKI
E-MAIL danay@sk-law.com

October 13, 2005

HAND DELIVERY

Mr. Marvin Krout
Planning Department, City of Lincoln
County-City Building
555 South 10th Street
Lincoln, NE 68508



RE: Re-submittal for Warlick Boulevard & US Highway 77 Community Center/Light Industrial/Residential Area

Dear Marvin:

Our office represents Dial Realty Development Corp. ("Dial"), Western Hemisphere Holding Company, LLC ("WHHC"), Southview, Inc. ("Southview"), Developments Unlimited, LLP ("Developments Unlimited"), and Union Title Ten, LLC ("UTT"). On August 18, 2005, we submitted requests with associated applications for annexation, changes of zone to R-3 and R-4, and the Southwest Village PUD, as well as an annexation agreement. Since that time we have had the opportunity to meet with City staff. As a result of those meetings, we have revised and are re-submitting the following materials:

- A. **Annexation Exhibit** - legal description to follow.
- B. **Change of Zone Exhibit** for the R-3 and R-4 rezoning on the Residential Tract - legal descriptions to follow.
- C. **Change of Zone Exhibit** and legal description for the Southwest Village B-2 PUD.
- D. **Southwest Village B-2 PUD Development Plan** for Warlick Boulevard & US Highway 77 (6 copies), including:
 - Part 1. PUD Regulations:* Regulations for the entire B-2 PUD as well as the R-5 Area, B-2 Area and I-3 Area, including
 - Architectural Design Standards prepared by Purdy & Slack Architects (Exhibit "A");
 - Conservation Easement Agreement (Exhibit "B"); and
 - Part 2. PUD Permit:* Architectural and engineering site maps and illustrations of the uses of the Southwest Village B-2 PUD properties, including the following:
 - Master Site Drainage Report prepared by Olsson Associates

Olsson Associates has met with Traffic Engineering and is in the process of revising the traffic study previously submitted to address verbal comments received. As soon as the traffic study revisions are complete, the Annexation Agreement will be revised to address the traffic revisions, as well as oral comments received at the developer negotiation meeting held on September 1, and will be resubmitted.

The rest of the application materials submitted on August 18 are still relevant.

Please contact us if you have any questions or require additional information. We thank you for your consideration of our request.

Very truly yours,



KENT SEACREST
For the Firm

Enclosures

cc: Jonathan Cook
Dial Realty Development Corp
Ridge Development Company
Southview, Inc.
LeGrande Excavating, Inc.
Stephen R. and Cossette L. Stewart
Union Title Ten, LLC
Mark Palmer, Olsson Associates
Doug Halvorson, Purdy & Slack Architects
Noel Salac, NDOR

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KENT SEACREST
E-MAIL: kent@sk-law.com

DANAY KALKOWSKI
E-MAIL: danay@sk-law.com

August 18, 2005

HAND DELIVERY

Mr. Marvin Krout
Planning Department, City of Lincoln
County-City Building
555 South 10th Street
Lincoln, NE 68508

RE: Warlick Boulevard & US Highway 77 Community Center/Light
Industrial/Residential Area

Dear Marvin:

Our office represents Dial Realty Development Corp ("Dial"), Western Hemisphere Holding Company, LLC ("WHHC"), Southview, Inc. ("Southview"), Developments Unlimited, LLP ("Developments Unlimited"), and Union Title Ten, LLC ("UTT"). In addition, specific clients of ours have entered into written purchase agreements with two landowners: LeGrande Excavating, Inc. ("LeGrande") and Stephen R. and Cossette L. Stewart (collectively "Stewart"). WHHC, Southview, Developments Unlimited and Dial are sometimes collectively referred to herein as "Developer". WHHC, Southview, UTT, LeGrande and Stewart are sometimes collectively referred to herein as "Landowner". The Developer and Landowner are sometimes referred to herein as "Parties in Interest".

WHHC and Southview are the owners of the property located between South Folsom Street, West Denton Road and US Highway 77 (Homestead Expressway) and marked as "Hock Tract" on Attachment "B" of the enclosed Annexation Agreement. Dial has a written contract to purchase the Hock Tract from WHHC and Southview. LeGrande is the owner and Dial has a contract interest in land marked as the "LeGrande Tract" on Attachment "B" of the Annexation Agreement. The Hock Tract and LeGrande Tract are sometimes collectively referred to herein as "the Southwest Village PUD". The Lincoln/Lancaster County Comprehensive Plan designates the Southwest Village PUD as a "Community Center" and "Light Industrial Center".

UTT is the owner of land marked as the "UTT Tract" on Attachment "B" of the Annexation Agreement. Stewart is the owner and Developments Unlimited has a contract interest in land marked as the "Stewart Tract" on Attachment "B" of the Annexation Agreement. The UTT Tract and Stewart Tract are sometimes collectively referred to herein as the "Residential Tract". The Comprehensive Plan's Future Land Use Map designates the Residential Tract as "Residential".

Both the Southwest Village PUD and Residential Tract are designated as Tier 1, Priority A in the Comprehensive Plan.

We hereby request the following:

1. On behalf of the Parties in Interest, annexation of both the Southwest Village PUD and Residential Tract,
2. On behalf of Dial, WHHC, Southview and LeGrande, rezone the Southwest Village PUD from AG Agricultural to R-5 Residential District Planned Unit Development ("R-5 PUD"), B-2 Planned Neighborhood Business District Planned Unit Development ("B-2 PUD") and I-3 Employment Center District Planned Unit Development ("I-3 PUD"); and
3. On behalf of WHHC, Southview, UTT, and Stewart, rezone the Residential Tract from AG Agricultural to R-3 Residential and R-4 Residential.

Enclosed, please find the following:

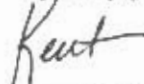
- A. **Annexation Agreement and Exhibit** for the Southwest Village PUD and Residential Tract (3 copies);
- B. **Change of Zone Application** and Exhibit for the R-3 and R-4 rezoning on the Residential Tract. A Change of Zone Application Fee - \$370 for the R-3 rezoning was previously submitted to the Planning Department in our letter to you dated February 17, 2005;
- C. **Change of Zone Application** and Exhibit for the Southwest Village PUD, including ~~R-5 PUD~~, B-2 PUD and ~~I-3 PUD~~ rezoning, including a Change of Zone Application Fee - \$_____. A Change of Zone Application Fee - \$740.00 for the B-2 PUD rezoning was previously submitted to the Planning Department in our letter to you dated February 17, 2005;
- D. **Southwest Village PUD Development Plan** for Warlick Boulevard & US Highway 77 (6 copies), including:
 - Part 1. PUD Regulations:* Regulations of the underlying ~~R-5 PUD~~, B-2 PUD and ~~I-3 PUD~~, including
 - Architectural Design Standards prepared by Purdy & Slack Architects (Exhibit "A");
 - Conservation Easement Agreement (Exhibit "B"); and
 - Part 2. PUD Permit:* Architectural and engineering site maps and illustrations of the uses of the Southwest Village PUD properties, including the following:
 - Master Site Drainage Report prepared by Olsson Associates
- E. Comprehensive Plan Amendment request designating South Folsom Street, south of West Denton Road as an arterial street to be included in the 2025 Road Network. See attached map.
- F. Three copies of the Highway 77 & Warlick Boulevard Temporary Pump Station Memorandum prepared by Olsson Associates.
- G. Three copies of the Ownership Certificate.

H. Three copies of a traffic study prepared by Olsson Associates.

We would like to request a developer negotiation meeting as soon as possible with the City to discuss the proposed annexation and change of zone requests.

Please contact us if you have any questions or require additional information. We thank you for your consideration of our request.

Very truly yours,



KENT SEACREST
For the Firm

Enclosures

cc. Jonathan Cook
Dial Realty Development Corp
Ridge Development Company
Southview, Inc.
LeGrande Excavating, Inc.
Stephen R. and Cossette L. Stewart
Union Title Ten, LLC
Mark Palmer, Olsson Associates
Doug Halverson, Purdy & Slack Architects
Noel Salac, NDOR

RECEIVED POST-PLANNING COMMISSION

ANNEXATION NO. 05014
CHANGE OF ZONE NO. 05061
CHANGE OF ZONE NO. 05062
(Southwest Village)



"Jody Rapp"
<mrapp1@neb rr.com>
12/05/2005 10:49 AM

To <plan@lincoln.ne.gov>
cc
bcc

Subject Hwy 77 & West Denton Road

I just finished speaking with a planner regarding the changes in land use near Hwy 77 and West Denton Road, and she suggested I write some comments to this address to go into the public record.

My comments are:

The current roads are completely inadequate to support the kind of development being discussed. None of the roads in the area have curbs or shoulders, or are more than two lanes. The Wal-Mart/Menards/Tractor Supply development on Hwy 2 had a developed 4 lane highway to move traffic in the area, as well as major streets nearby (84th and 70th) to help funnel traffic. None of the roads leading from this area are more than two lanes, so traffic congestion and the possibility of accidents is going to be high without very major changes, not only to West Denton Road, but to Folsom, SW 12th, Old Cheney, etc

The city routinely builds developments and then goes back to build the roads to support the development. I hope the roads are built first, because the weather we just experienced would be a huge problem with high traffic volumes, no shoulders or curbs on roads, and only two lane roads.

This is now a question. Who do I contact regarding future plans for the Hwy 77 overpass at Warlick Blvd? The city planner indicated this would be built, but didn't specify when this would happen.

Also we have some land on SW 126th St., 1 mile east of the Seward County line in Lancaster County. We are located on a section between West Denton Road and Pioneers Blvd. This portion of SW 126th is 2 miles long, ending at Van Dorn. I am curious if there are any plans to widen or pave this section of SW 126th

Thanks in advance for letting me know who to contact regarding those two road issues.

Jody Rapp
7510 Lincolnshire Rd
Lincoln 68506
489-1338